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*Special Counsel for Voyager Digital
Holdings, Inc.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	
	:	Chapter 11
	:	
VOYAGER DIGITAL HOLDINGS,	:	
INC. <i>et al.</i> , ¹	:	Case No. 22-10943 (MEW)
	:	
Debtors.	:	(Jointly Administered)
	:	

**SEVENTH MONTHLY FEE STATEMENT OF ARENTFOX SCHIFF LLP,
SPECIAL COUNSEL FOR VOYAGER DIGITAL HOLDINGS, INC., FOR
INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM MAY 1, 2023 THROUGH MAY 19, 2023**

Name of Applicant:	ArentFox Schiff LLP
Authorized to Provide Professional Services to:	Special Counsel for Voyager Digital Holdings, Inc.
Date of Retention:	January 24, 2023 (<i>Nunc Pro Tunc</i> to November 10, 2022)
Period for which Compensation and Reimbursement is Sought:	May 1, 2023 through May 19, 2023

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (N/A); and Voyager Digital, LLC (8013). The location of the Debtors' principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

Total Fees Requested in this Statement by ArentFox Schiff:	\$2,912.00 (80% of \$3,640.00)
Total Expenses Requested in this Statement by ArentFox Schiff:	\$0.00
Total Fees and Expenses Requested in this Statement:	\$2,912.00

This is a(n) X monthly ____ interim ____ final application. No prior application was filed for this Fee Period.

[Remainder of Page Left Intentionally Blank]

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of ArentFox Schiff LLP as Special Counsel Effective as of November 10, 2022* dated January 24, 2023 [Docket No. 905], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated August 4, 2022 [Docket No. 236] (the “Interim Compensation Order”), the law firm of ArentFox Schiff LLP (“ArentFox Schiff” or the “Firm”), Special Counsel for Voyager Digital Holdings, Inc. (“Voyager Holdings” or the “Debtor”), hereby submits this monthly fee statement (the “Monthly Fee Statement”) for: (a) interim allowance of \$3,640.00 for reasonable compensation for the actual, necessary legal services ArentFox Schiff rendered to the Debtor during the period from May 1, 2023 through May 19, 2023 (the “Fee Period”); (b) compensation in the amount of \$2,912.00, which is equal to 80% of the total amount of reasonable compensation for the actual, necessary legal services ArentFox Schiff rendered to the Debtor during the Fee Period (*i.e.*, \$3,640.00); and (c) reimbursement for the actual and necessary expenses incurred by ArentFox Schiff during the Fee Period in the amount of \$0.00.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by ArentFox Schiff’s attorneys and paraprofessionals during the Fee Period with respect to each of the subject matter categories established by ArentFox Schiff in accordance with its internal billing procedures. ArentFox Schiff requests compensation in the amount of \$2,912.00 for the actual, reasonable and necessary legal services rendered to the Debtor during the Fee Period, which is equal to 80% of the total amount of reasonable compensation for the actual, necessary legal

services ArentFox Schiff rendered to the Debtor during the Fee Period (i.e., \$3,640.00).

- **Exhibit B** is a schedule providing certain information regarding the ArentFox Schiff attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of ArentFox Schiff have expended a total of 4.30 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which ArentFox Schiff is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of ArentFox Schiff's time detail and records of fees and expenses incurred during the Fee Period.

Notice

2. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement has been served upon (i) Voyager Digital Holdings, Inc., 33 Irving Place, Suite 3060, New York, New York 10003, Attn: David Brosgol, Esq. and Brian Nistler, Esq.; (ii) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, P.C., Christopher Marcus, P.C., Christine A. Okike, P.C., and Allyson B. Smith, Esq.; (iii) United States Trustee, Alexander Hamilton Custom House, One Bowling Green, Room 534, New York, NY 10004-1408, Attn: Richard Morrissey, Esq. and Mark Bruh, Esq.; (iv) counsel to the Official Committee of Unsecured Creditors, McDermott Will & Emery LLP, One Vanderbilt Avenue, New York, New York 10017, Attn: Darren Azman, Esq.; and (v) the Fee Examiner, Lori Lapin Jones, Esq., Lori Lapin Jones PLLC, 98 Cutter Mill Road – Suite 255 South, Great Neck, New York 11021 (collectively, the "Application Recipients").

WHEREFORE, ArentFox Schiff respectfully requests: (a) interim allowance of \$3,640.00 for the reasonable compensation of actual, necessary legal services ArentFox Schiff rendered to the Debtor during the Fee Period; (b) compensation in the amount of \$2,912.00, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services ArentFox Schiff rendered to the Debtor during the Fee Period (*i.e.*, \$3,640.00); and (c) reimbursement for the actual and necessary expenses incurred by ArentFox Schiff during the Fee Period in the amount of \$0.00; and further requests such other and further relief as this Court deems necessary and just.

Dated: June 30, 2023
New York, New York

ARENTFOX SCHIFF LLP

/s/ Jeffrey R. Gleit

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*Special Counsel for Voyager Digital
Holdings, Inc.*

EXHIBIT A

**SUMMARY OF FEES BY SUBJECT MATTER
MAY 1, 2023 THROUGH MAY 19, 2023**

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	0.00	\$0.00
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	0.20	\$148.00
Committee and Debtor Communications (05)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.00	\$0.00
Sale and Disposition of Assets (08)	0.00	\$0.00
Asset Analysis and Recovery (09)	0.00	\$0.00
Claims Administration and Objections (10)	0.00	\$0.00
Miscellaneous Motions and Objections (11)	0.00	\$0.00
Adversary Proceedings (12)	0.00	\$0.00
Professional Retention (13)	0.00	\$0.00
Fee Applications (14)	2.90	\$2,244.00
Cash Collateral and DIP Financing (15)	0.00	\$0.00
Disclosure Statement and Plan Matters (16)	1.20	\$1,248.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	0.00	\$0.00
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	0.00	\$0.00
Travel (29)	0.00	\$0.00
TOTAL:	4.30	\$3,640.00

EXHIBIT B

COMPENSATION BY TIMEKEEPER
MAY 1, 2023 THROUGH MAY 19, 2023

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Jeffrey R. Gleit	Joined firm as a Partner in 2022. Member of NY bar since 2001. Bankruptcy & Financial Restructuring Group.	\$1,120	0.40	\$448.00
Brett D. Goodman	Joined firm as a Partner in 2021. Member of NJ bar since 2006. Member of NY bar since 2007. Bankruptcy & Financial Restructuring Group.	\$1,040	1.90	\$1,976.00
Patrick Feeney	Joined firm as an Associate in 2021. Member of NY bar since 2018. Bankruptcy & Financial Restructuring.	\$740	0.90	\$666.00
Lisa Indelicato	Bankruptcy Senior Paralegal Specialist.	\$500	1.10	\$550.00
TOTAL:			4.30	\$3,640.00

Blended Rate: \$965.62¹

¹ The Blended Rate excludes paraprofessionals' time

EXHIBIT C

**SUMMARY OF EXPENSES
MAY 1, 2023 THROUGH MAY 19, 2023**

Expense Category	Service Provider (if applicable)	Total Expenses
None.		
TOTAL		\$ 0.00

EXHIBIT D

INVOICE



Scott Vogel
33 Irving Plaza
Suite 3060
New York, NY 10003

Invoice Number 2240021
Invoice Date 06/26/2023
Client Number 044261

For Professional Services Rendered Through: May 19, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Services</u>	<u>Disbursements</u>	<u>Total</u>
00004	Investigation, Due Diligence and Analysis	0.20	148.00	0.00	148.00
00014	Fee Applications	2.90	2,244.00	0.00	2,244.00
00016	Disclosure Statement and Plan Matters and Solicitation	1.20	1,248.00	0.00	1,248.00
		4.30	3,640.00	0.00	3,640.00

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Invoice Number 2240021

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June 26, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
Jeffrey R. Gleit	0.40	1,120.00	448.00
Brett D. Goodman	1.90	1,040.00	1,976.00
<u>Associate</u>			
Patrick Feeney	0.90	740.00	666.00
Blended Rate for Attorneys: \$965.62			
<u>Paralegal</u>			
Lisa A. Indelicato	1.10	500.00	550.00
Totals	4.30		3,640.00

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00004 Investigation, Due Diligence and Analysis
June 26, 2023

Invoice Number 2240021
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For Professional Services Rendered Through: May 19, 2023

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/08/23	Patrick Feeney	Review case updates and new filings.	0.20	148.00
Fee Total			0.20	\$148.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Patrick Feeney	0.20	740.00	148.00
Timekeeper Summary Total	0.20		148.00

Current Fees	\$148.00
Subtotal For This Matter	\$148.00

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00014 Fee Applications
June 26, 2023

Invoice Number 2240021
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For Professional Services Rendered Through: May 19, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/04/23	Brett D. Goodman	Prepare comments to April pro forma for fee statement.	0.30	312.00
05/08/23	Lisa A. Indelicato	Correspondence with P. Feeney regarding April fee statement and LEDES file for March.	0.20	100.00
05/08/23	Patrick Feeney	Review and revise April pro forma.	0.40	296.00
05/09/23	Lisa A. Indelicato	Preparation of April monthly fee statement.	0.90	450.00
05/11/23	Patrick Feeney	Review revised fee statement.	0.10	74.00
05/12/23	Brett D. Goodman	Review of fee examiner letter and correspondence in connection with agreed reductions in connection with same.	0.20	208.00
05/12/23	Patrick Feeney	Review Fee Examiner's billing adjustments and confer w/ Kirkland re: same.	0.20	148.00
05/17/23	Brett D. Goodman	Correspondence, review and comment on April fee statement.	0.20	208.00
05/18/23	Jeffrey R. Gleit	Comment on sixth fee statement.	0.40	448.00
		Fee Total	2.90	\$2,244.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Jeffrey R. Gleit	0.40	1,120.00	448.00
Brett D. Goodman	0.70	1,040.00	728.00
Patrick Feeney	0.70	740.00	518.00
Lisa A. Indelicato	1.10	500.00	550.00
Timekeeper Summary Total	2.90		2,244.00

Current Fees \$2,244.00

Subtotal For This Matter \$2,244.00

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 00016 Disclosure Statement and Plan Matters and Solicitation
 June 26, 2023

Invoice Number 2240021
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For Professional Services Rendered Through: May 19, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/05/23	Brett D. Goodman	Review of notice of filing of liquidation procedures.	0.50	520.00
05/09/23	Brett D. Goodman	Correspondence regarding fee statement.	0.10	104.00
05/15/23	Brett D. Goodman	Review of SEC response to liquidation procedures.	0.10	104.00
05/18/23	Brett D. Goodman	Review of order approving liquidation procedures.	0.10	104.00
05/19/23	Brett D. Goodman	Review of notice of effective date and ninth amended plan supplement.	0.40	416.00
Fee Total			1.20	\$1,248.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Brett D. Goodman	1.20	1,040.00	1,248.00
Timekeeper Summary Total	1.20		1,248.00

Current Fees	\$1,248.00
Subtotal For This Matter	\$1,248.00

Areffox Schull LLP
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Attorneys at Law

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June 26, 2023

Current Fees For All Matters

\$3,640.00

Total Amount Due This Invoice

\$3,640.00